

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

Objection Date: May 31, 2007

Hearing Deadline: to be scheduled, if necessary

Re: Docket No.: 15281

**CORRECTED² SECOND MONTHLY FEE APPLICATION OF OGILVY RENAULT
LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM FEBRUARY 1, 2007 THROUGH FEBRUARY 28, 2007**

Name of Applicant:	Ogilvy Renault LLP ("OR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., et al., Debtors and Debtors in Possession
Date of Retention:	Retention Order entered and effective as of December 18, 2006
Period for which Compensation and Reimbursement is Sought:	February 1, 2007 through February 28, 2007
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$45,923.00 ³

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² This corrected second monthly fee application is being filed to replace and reflect a change to the second monthly fee application, filed on April 24, 2007 (the "Original Second Monthly"). The corrected application seeks an total amount of compensation of \$45,923.00 which is \$97.50 more than sought on the Original Second Monthly.

³ All dollar amounts reflected in this Monthly Fee Application are in Canadian currency.

- 2 -

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$328.67
--	----------

This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for preparation of this corrected fee application is approximately one (1) hour and the corresponding estimated compensation requested is approximately \$160.00⁴. This is OR's corrected secondly monthly fee application for interim compensation of services for the interim fee period February 1, 2007 through February 28, 2007.

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
03/16/07	10/17/06-01/31/07	\$102,612.50	\$665.48	Pending	Pending
04/24/07	02/01/07- 2/28/07	\$45,825.50	\$328.67	Pending	Pending

OR PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed ⁵	Compensation
Derrick C. Tay	Senior Partner, Year of Call to the Ontario Bar – 1981	\$875.00	2.50	\$2,187.50
Ian Ness	Partner, Year of Call to the Ontario Bar – 1984	\$650.00	55.10	\$35,815.00
Teresa Walsh	Partner, Year of Call to the Ontario Bar – 1996	\$510.00	11.10	\$5661.00
Jennifer Stam	Associate, Year of Call to the Ontario Bar – 2002	\$465.00	0.30	\$139.50
Karen Whibley	Law Clerk, n/a	\$215.00	1.60	\$344.00
Penny Adams	Law Clerk, n/a	\$160.00	11.10	\$1,776.00

⁴ The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in OR's subsequent fee applications.

⁵ Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

- 3 -

Total Fees: \$45,923.00
Total Hours: 81.70
Blended Rate: \$562.10

TASK CODE SUMMARY

	Project Category	Billed Hours	Fees Requested
0001	Chapter 11 Proceedings, General Matters	0.30	\$153.00
0003	Case Administration	0.30	\$139.50
0005	Claims Analysis Objection and Resolution (Asbestos)	55.10	\$35,815.00
0006	Litigation and Litigation Consulting	12.60	\$6,866.50
0008	Fee Applications, Applicant	12.90	\$2,694.00
0011	Employment Application	0.50	\$255.00
Total		81.70	\$45,923.00

EXPENSE SUMMARY

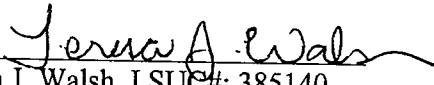
Expense Category	Total Expenses
Long Distance Telephone Call	\$11.93
Standard Copies or Prints	\$22.50
Courier Services	\$294.24
Total	\$328.67

WHEREFORE, OR respectfully requests that (a) an allowance be made to it, as fully described above for (i) 80% of the amount of \$45,923.00 for reasonable and necessary professional services that OR has rendered to the Debtors during the Fee Period (\$36,738.40) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by OR during the Fee Period (\$328.67); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

- 4 -

Dated: May 9th, 2007

OGILVY RENAULT LLP


Teresa J. Walsh LSUC#: 385140
Suite 3800, 200 Bay Street
Royal Bank Plaza, South Tower
Toronto, Ontario, Canada M5J 2Z4
Telephone: (416) 216-4080
Facsimile: (416) 216-3980

Special Counsel for the Debtors and Debtors in
Possession

VERIFICATION


PROVINCE OF ONTARIO :

CITY OF TORONTO :

Teresa J. Walsh, after being duly sworn according to law, deposes and says:

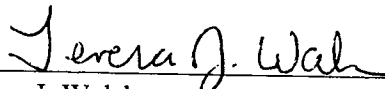
- (a) I am a partner with the law firm of Ogilvy Renault LLP ("OR").
- (b) I am familiar with the legal services rendered by OR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of OR.
- (c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before
me this 9th day of May,
2007.



A Commissioner for Taking
Affidavits

M-L O'Brien



Teresa J. Walsh